

<p>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address</p> <p>DAVID M. POITRAS – Bar No. 141309 SUSAN K. SEFLIN - Bar No. 213865 ASHLEY M. TEESDALE - Bar No. 289919 JESSICA S. WELLINGTON - Bar No. 324477 BG LAW LLP 21650 Oxnard Street, Suite 500 Woodland Hills, CA 91367 Telephone: (818) 827-9000 Facsimile: (818) 827-9099 Email: dpoitras@bg.law sseflin@bg.law ateesdale@bg.law jwellington@bg.law</p> <p><input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for Chapter 11 Debtors and Debtors in Possession</p>	<p>FOR COURT USE ONLY</p>
<p style="text-align: center;"><b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION</b></p>	
<p>In re:</p> <p>Irwin Naturals et al.,</p> <p style="text-align: right;">Debtor(s).</p>	<p>CASE NO.: 1:24-bk-11323-VK CHAPTER: 11 JOINTLY ADMINISTERED WITH: CASE No. 1:24-BK-11324-VK CASE No. 1:24-BK-11325-VK CASE No. 1:24-BK-11326-VK</p> <p><b>NOTICE OF LODGMENT OF ORDER IN BANKRUPTCY CASE RE: <u>DEBTORS' MOTION FOR ENTRY OF ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS</u></b></p>

PLEASE TAKE NOTE that the order or judgment titled ORDER GRANTING DEBTORS' MOTION FOR ENTRY OF ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS was lodged on November 4, 2024 and is attached. This order relates to the motion which is docket number 124.

L . O . U

Lodged Order Upload

**Bankruptcy LODGED ORDER UPLOAD FORM**

Monday, November 04, 2024

Upload Again

CONFIRMATION :

You've successfully uploaded the order:

( **11312380.docx** )

A new order has been added

- **Office:** San Fernando Valley
- **Case Title:** Irwin Naturals and Irwin Naturals Inc
- **Case Number:** 24-11323
- **Judge Initial:** VK
- **Case Type:** bk ( Bankruptcy )
- **Document Number:** 124
- **On Date:** 11/04/2024 @ 01:31 PM

Please **print**  this confirmation for future reference.

Thank You!

United States Bankruptcy Court, Central District of California  
Edward R. Roybal Federal Building and Courthouse  
255 East Temple Street, Los Angeles, CA 90012

DAVID M. POITRAS – Bar No. 141309  
SUSAN K. SEFLIN - Bar No. 213865  
JESSICA S. WELLINGTON - Bar No. 324477  
BG LAW LLP  
21650 Oxnard Street, Suite 500  
Woodland Hills, CA 91367  
Telephone: (818) 827-9000  
Facsimile: (818) 827-9099  
Email: dpoitras@bg.law  
sseflin@bg.law  
jwellington@bg.law

Attorneys for Chapter 11 Debtors and  
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**  
**SAN FERNANDO VALLEY DIVISION**

In re

Irwin Naturals *et al.*,

Debtors and Debtors  
in Possession.

Case No. 1:24-bk-11323-VK

Chapter 11

Jointly Administered with:

Case No. 1:24-bk-11324-VK

Case No. 1:24-bk-11325-VK

Case No. 1:24-bk-11326-VK

- ☐ Affects Irwin Naturals
- ☐ Affects Irwin Naturals Inc.
- ☐ Affects 5310 Holdings, LLC
- ☐ Affects DAI US HoldCo Inc.
- ☒ Affects All Debtors

**ORDER GRANTING DEBTORS' MOTION  
FOR ENTRY OF ORDER ESTABLISHING  
PROCEDURES FOR INTERIM  
COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
PROFESSIONALS**

**Hearing:**

Date: October 31, 2024

Time: 1:30 p.m.

Place: Courtroom 301

21041 Burbank Blvd.  
Woodland Hills, CA 91367  
Via ZoomGov

1 A hearing was held on October 31, 2024 at 1:30 p.m. before the Honorable Victoria S.  
2 Kaufman, United States Bankruptcy Judge for the Central District of California, for the Court to  
3 consider the *Motion for Order Establishing Procedures for Interim Monthly Compensation and*  
4 *Reimbursement of Expenses of Professionals* [Doc. No. 124] (the “Motion”) filed by Irwin Naturals,  
5 a Nevada corporation, and its related debtor entities (collectively, the “Debtors”).<sup>1</sup>

6 The Court having reviewed and considered the Motion and all evidence filed in support  
7 thereof; having reviewed and considered the objection [Doc. No. 145] (the “UST Objection”) filed to  
8 the Motion by the United States Trustee (the “UST”); the Court having reviewed and considered the  
9 reply to the UST Objection filed by the Debtors [Doc. No. 176] and the declarations filed in support  
10 of the reply [Doc. No. 177]; the Court having reviewed and considered the reply to the UST  
11 Objection filed by the Official Committee of Unsecured Creditors [Doc. No. 178]; the having stated  
12 its findings of fact and conclusions of law in its written tentative ruling and on the record at the  
13 hearing on the Motion, which findings of fact and conclusions of law are incorporated herein by this  
14 reference in accordance with Fed. R. Civ. P. 52, as made applicable by Bankruptcy Rule 9014; the  
15 Court having considered other matters of which the Court may properly take judicial notice,  
16 including, without limitation, the record in these cases as reflected on the dockets; the Court having  
17 found notice of the Motion was proper and the relief requested therein appropriate under the facts  
18 and circumstances of these cases; and after due deliberation and sufficient cause appearing therefor,

19 **IT IS HEREBY ORDERED** as follows:

- 20 1. The Motion is granted in its entirety.
- 21 2. The term “Professionals” (or individually, a “Professional”) as set forth herein shall  
22 include all estate professionals, including counsel for the Official Committee of Unsecured Creditors  
23 (the “Committee”) and the financial advisor for the Committee, except as may otherwise be ordered  
24 by the Court.
- 25 3. The term Professionals shall not include Omni Agent Solutions, Inc. and Beach  
26 Freeman Lim & Cleland, LLP for the reasons provided in the Motion.

27  
28 <sup>1</sup> All capitalized, undefined terms shall have the meanings ascribed to them in the Motion.

1           4.       The monthly payment of compensation and reimbursement of expenses of the  
2 Professionals shall be as follows:

3               a.       On or before the 15th day of each month following the month for which  
4 compensation is sought, each Professional will submit, *via* e-mail, a monthly statement (the  
5 “Statement”) to the Debtors, Attn: Mark Green (Mark@irwinnaturals.com); counsel to the  
6 Debtors, BG Law LLP, Attn: Susan K. Seflin (sseflin@bg.law); the Office of the United  
7 States Trustee for the Central District, Attn: Katherine C. Bunker (Kate.Bunker@usdoj.gov);  
8 the proposed counsel for the Committee, Golden Goodrich LLP, Attn: Jeffrey I. Golden  
9 (jgolden@go2.law); counsel to East West Bank, as Agent, Wilson Sonsini, Attn: Erin Fay  
10 (efay@wsgr.com) and such other persons or entities as ordered by the Court (each, a  
11 “Reviewing Party,” and collectively, the “Reviewing Parties”). To the extent applicable,  
12 each such statement shall contain a detailed itemization of fees and costs as required by the  
13 United States Trustee Guidelines for Reviewing Applications for Compensation and  
14 Reimbursement of Expenses filed under Section 330. Each Reviewing Party will have 15  
15 days after receipt of a Statement to review it. At the expiration of this 15-day review period,  
16 the Debtors will promptly pay (i) 80% of the fees and all of the expenses requested in such  
17 Statement or (ii) the maximum allocated to such professional as set forth in the Debtors’ cash  
18 collateral budget, except such fees or disbursements as to which an objection has been served  
19 by a Reviewing Party as provided in subparagraph (b) below.

20               b.       If a Reviewing Party objects to the compensation or reimbursement sought in  
21 a Statement, the objecting party shall, within 15 days of the receipt of the Statement, serve  
22 via e-mail upon all other Reviewing Parties a written “Notice of Objection to Fee Statement”  
23 (the “Objection Notice”) setting forth the precise nature of the objection and amount at issue.  
24 Thereafter, the objecting party and the Professional whose Statement is the subject of an  
25 Objection Notice shall attempt to reach a resolution. If the parties are unable to reach an  
26 agreement on the objection within ten (10) days after receipt of such objection, the  
27 Professional whose Statement is objected to shall have the option of (i) filing the Objection  
28 Notice with the Court, together with a request for payment of the disputed amount, or (ii)

1 foregoing payment of the disputed amount until the next interim fee application hearing, at  
2 which time the Court will consider and dispose of the issue if payment of the disputed  
3 amount is requested. The Debtors will be required to pay any portion of the fees and  
4 disbursements requested that are not the subject of an Objection Notice promptly.

5 c. The first Statement will be due by November 15, 2024 and will cover the  
6 period from the Petition Date through October 31, 2024.

7 d. After the first 120 days after the Petition Date, and at 120-day intervals  
8 thereafter, each of the Professionals shall file with the Court and serve on the other  
9 Reviewing Parties, and any other party who requested special notice in these chapter 11  
10 cases, an application pursuant to Section 331 for interim Court approval and allowance of the  
11 compensation and reimbursement of expenses requested for the prior 120 days. The first  
12 such application shall be filed on or before December 20, 2024, and shall cover the period  
13 from the Petition Date through November 30, 2024. Any Professional who fails to file an  
14 application when due shall be ineligible to receive further interim payment of fees and  
15 expenses as provided herein until such time as the application is submitted.

16 e. The pendency of an objection to payment of compensation or reimbursement  
17 of expenses shall not disqualify a Professional from the future payment of compensation or  
18 reimbursement of expenses as set forth above.

19 f. Neither the payment of, nor the failure to pay, in whole or in part, monthly  
20 interim compensation and reimbursement as provided herein shall bind any party-in-interest  
21 or the Court with respect to the allowance of applications for compensation and  
22 reimbursement of Professionals.

23 5. Nothing contained herein, or any payment made under the procedures herein, is  
24 intended or shall be construed as (i) an admission as to the validity of any claim against the Debtors,  
25 (ii) a waiver of the Debtors' or any party-in-interest's rights to dispute any claim, or (iii) an approval  
26 or assumption of any agreement, contract, program, policy, or lease under Section 365.

27 6. Failure of a party in interest to object to fees on an interim basis as set forth in the  
28 Motion and herein does not constitute consent to any interim or final fee applications that might be

1 made, it being expressly understood that all objections to such applications are hereby reserved until  
2 a final fee application is heard and decided by this Court.

3 7. The Debtors shall not pay any amount pursuant to this Order that is not included in an  
4 approved cash collateral budget.

5 IT IS SO ORDERED.

6 # # #  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
**21650 Oxnard Street, Suite 500, Woodland Hills, CA 91367.**

A true and correct copy of the document(s) entitled: **NOTICE OF LODGMENT OF ORDER IN BANKRUPTCY CASE** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the document(s) were served by the court via NEF and hyperlink to the document. On **November 4, 2024**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- **Ryan W Beall** rbeall@go2.law, kadele@go2.law;dfitzgerald@go2.law;rbeall@ecf.courtdrive.com;cmeecker@go2.law
- **Matthew Bouslog** mbouslog@allenmatkins.com, ncampos@allenmatkins.com
- **Katherine Bunker** kate.bunker@usdoj.gov
- **Erin R. Fay** efay@wsgr.com, lmcgee@wsgr.com
- **Jeffrey I Golden** jgolden@go2.law, kadele@ecf.courtdrive.com;cbmeecker@gmail.com; lbracken@wglp.com;dfitzgerald@go2.law;golden.jeffreyi.b117954@notify.bestcase.com
- **Alexandria Lattner** alattner@sheppardmullin.com, ehwalters@sheppardmullin.com
- **Matthew A Macdonald** matthew.macdonald@wsgr.com
- **Sina Maghsoudi** sinalegal@gmail.com, g8645@notify.cincompass.com;maghsoudi.sinab128731@notify.bestcase.com
- **David W. Meadows** david@davidwmeadowslaw.com
- **Douglas A Plazak** dplazak@rhlaw.com
- **David M Poitras** dpoitras@bg.law
- **Susan K Seflin** sseflin@bg.law
- **Jonathan Seligmann Shenson** jshenson@greenbergglusker.com, calendar@greenbergglusker.com;cmillerwatkins@greenbergglusker.com
- **Yuriko M Shikai** yshikai@neufeldmarks.com
- **Ashley M Teesdale** ateesdale@bg.law, aau@bg.law
- **United States Trustee (SV)** ustpreion16.wh.ecf@usdoj.gov
- **Pamela Kohlman Webster** pwebster@buchalter.com, smartin@buchalter.com
- **Jessica Wellington** jwellington@bg.law, ecf@bg.law

☐ Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:** On \_\_\_\_\_, 2024, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

**\*\*JUDGE'S COPY NOT REQUIRED IF LESS THAN 25 PAGES (GENERAL ORDER 23-01)**

☐ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **November 1, 2024**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

November 4, 2024

JENNIFER WARNER

/s/ Jennifer Warner

Date

Printed Name

Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.